

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

<p>In re:</p> <p>THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,</p> <p>as representative of</p> <p>THE COMMONWEALTH OF PUERTO RICO, <i>et al.</i>,</p> <p>Debtor.¹</p>	<p>PROMESA Title III</p> <p>Case No. 17 BK 3283-LTS</p> <p>(Jointly Administered)</p>
<p>In re:</p> <p>THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,</p> <p>as representative of</p> <p>THE EMPLOYEES RETIREMENT SYSTEM OF THE GOVERNMENT OF THE COMMONWEALTH OF PUERTO RICO.</p> <p>Debtor.</p>	<p>PROMESA Title III</p> <p>Case No. 17 BK 3566-LTS</p> <p>(Jointly Administered)</p>

ORDER (A) ESTABLISHING PRE-SOLICITATION
PROCEDURES FOR CERTAIN HOLDERS OF RETIREMENT
BENEFIT CLAIMS, (B) ESTABLISHING PROCEDURES AND DEADLINES
FOR SUBMISSION OF INFORMATION NECESSARY FOR SOLICITATION
OF ACCEPTANCE OR REJECTION OF PLAN OF ADJUSTMENT,
AND (C) APPROVING FORM AND MANNER OF NOTICE THEREOF

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Upon the Debtors' *Motion for (A) Establishing Pre-Solicitation Procedures for Certain Retirement Beneficiaries of the Commonwealth of Puerto Rico, (B) Establishing Procedures and Deadlines By Which Such Beneficiaries Can Submit Information Necessary for Solicitation of Acceptance or Rejection of Plan of Adjustment, and (C) Approving Form and Manner of Notice Thereof*, dated February 11, 2020 (Docket Entry No. 10839 in Case No. 17-3283 and Docket Entry No. 810 in Case No. 17-3566, the "Motion");² and the Court having found it has subject matter jurisdiction over this matter pursuant to PROMESA section 306(a); and it appearing that venue in this district is proper pursuant to PROMESA section 307(a); and the Court having found that the relief requested in the Motion is in the best interests of the Debtors, their creditors, and other parties in interest; and the Court having found that the Debtors provided adequate and appropriate notice of the Motion and the relief requested therein under the circumstances and that no other or further notice is required; and the Court having reviewed the Motion and having heard the statements of counsel in support of the Motion at a hearing held before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and any objections to the relief requested herein having been resolved as set forth herein, or withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The Return Date Notice, the Reminder Notice, and the Information Form, substantially in the forms annexed as **Exhibit 1-A**, **Exhibit 1-B**, **Exhibit 2** (respectively) to

² Capitalized terms not otherwise defined herein shall have the meanings given to them in the Motion.

Docket Entry No. 12424 in Case No. 17-3283, **as modified by the changes reflected in the English-language redlines of those Exhibits attached hereto**, are approved. The Debtors are directed to incorporate those changes into the corresponding Spanish-language versions of the Exhibits.

3. The Return Date by which Employee Claimants must submit the Information Form with the Requested Information to Prime Clerk is **May 21, 2020**.

4. All Information Forms must: (i) be written in English or Spanish; (ii) include an original or electronic signature of the Employee Claimant or an authorized agent of the Employee Claimant; and (iii) substantially conform to the Information Form. The Debtors will endeavor to process Information Forms received after the Return Date, but are not obligated to do so, and failure to do so shall not constitute failure to provide adequate notice with respect to the Debtors' solicitation of votes to accept or reject the Plan.

5. **All Information Forms shall be delivered to and received by Prime Clerk no later than 4:00 p.m. (Atlantic Standard Time) on the Return Date.** Information Forms delivered (i) by first class mail should be sent to: Puerto Rico Retirement Benefit Information Processing Center, c/o Prime Clerk LLC, Grand Central Station, PO Box 4708, New York, NY 10163-4708; (ii) by overnight courier should be sent to: Puerto Rico Retirement Benefit Information Processing Center, c/o Prime Clerk, LLC, 850 Third Avenue, Suite 412, Brooklyn, NY 11232; or (iii) by hand delivery should be delivered to any of the following: (a) Puerto Rico Retirement Benefit Information Processing Center, c/o Prime Clerk, LLC, 850 Third Avenue, Suite 412, Brooklyn, NY 11232; (b) commencing March 31, 2020, (1) Bianca Convention Center, Carr 2 KM 143, 1st Floor, Añasco, PR 00610; (2) Oceana HUB Center, 2 Calle Acerina, Caguas, PR 00725; (3) Citi Towers, 250 Ponce de León Ave., Suite 503, Hato Rey, San Juan, PR 00918;

(4) 151 Calle de San Francisco, 2nd Floor, San Juan, PR 00901; and (5) Joe's Blue, MCS Building, 880 Tito Castro Avenue, 1st Floor, Ponce, PR 00716-4732; provided, however, that Prime Clerk may further delay the opening of the collection centers for hand delivery if (I) required by law or (II) Prime Clerk determines it is necessary to do so to protect the health and well-being of their employees and the residents of the Commonwealth; or (c) such other locations in the Commonwealth as the Debtors establish, which shall be listed on Prime Clerk's website. Alternatively, Information Forms may be submitted electronically through the Debtor's case management site at the following address: <https://cases.primeclerk.com/PRRetirementBenefit/EPOC-Index/>. Prime Clerk **shall not** accept Information Forms by facsimile, telecopy, or email; provided, however, they may be submitted through Prime Clerk's website (listed in the preceding sentence).

6. The Debtors' proposed procedures for serving and publishing the Bar Date Notice and the Reminder Notice comply with the requirements of PROMESA, the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and the Local Bankruptcy Rules, made applicable in this Title III Case pursuant to the *Eleventh Amended Notice, Case Management and Administrative Procedures* Case No. 17-3283, Docket No. 11885, and are hereby approved.

7. The pre-solicitation procedures described herein provide adequate notice with respect to the submission of information by holders of retirement benefit claims to the Debtors for the purpose of the Debtors' solicitation of votes to accept or reject the Plan for Employee Claimants.

8. In accordance with Bankruptcy Rule 2002, the Debtors, through Prime Clerk, are authorized and directed to cause a copy of the Return Date Notice along with an Information Form, to be sent by United States Postal Service first-class mail, postage prepaid, to each Employee

Claimant for whom the Debtors have a mailing address and require additional information to assist in calculating such Employee Claimant's claim amount, on or before March 19, 2020.

9. In accordance with Bankruptcy Rule 2002, the Debtors, through Prime Clerk, are authorized and directed to cause a copy of a notice, substantially in the form of the Return Date Notice, to be published, on or before March 19, 2020 (or as soon as practicable thereafter), in (a) *El Nuevo Día* in Spanish (primary circulation is in Puerto Rico), (b) *Caribbean Business* in English (primary circulation is in Puerto Rico), (c) *El Diario* and *El Nuevo Herald*, both in Spanish (primary circulation is in New York and Miami, respectively), (d) *El Vocero* in Spanish (primary circulation is in Puerto Rico), and (e) *Primera Hora* in Spanish (primary circulation is in Puerto Rico).

10. In accordance with Bankruptcy Rule 2002, the Debtors, through Prime Clerk, are authorized and directed to cause a copy of another publication notice, substantially in the form of the Reminder Notice, to be published, on a date that is no fewer than fourteen (14) days prior to the Return Date.

11. The Return Date Notice, the Reminder Notice, and the Information Form shall be posted and available for download, free-of-charge on the Debtors' case website, <https://cases.primeclerk.com/puertorico/>.

12. This Order is without prejudice to the rights, claims, objections, counterclaims, offsets, recoupments, and defenses of the Debtor with respect to any claim or duplicate claim submitted in connection with these procedures, and nothing herein shall be deemed to allow or compel payment of any claim.

13. Notwithstanding any applicability of any Bankruptcy Rule, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

14. The Debtors and the Oversight Board, as the Debtors' representative, are authorized to take all actions, and to execute all documents, necessary or appropriate, to effectuate the relief granted in this Order in accordance with the Motion.

15. The Court retains exclusive jurisdiction to hear and determine any and all disputes related to or arising from the implementation, interpretation and enforcement of this Order.

16. This Order resolves Docket Entry No. 10839 in Case No. 17-3283 and Docket Entry No. 810 in Case No. 17-3566.

Dated: March 18, 2020

/s/ Laura Taylor Swain
Honorable Laura Taylor Swain
United States District Judge